

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11 Case No.  
: :  
MOTORS LIQUIDATION COMPANY, *et al.* : 09-50026 (REG)  
f/k/a General Motors Corp., *et al.* :  
: :  
Debtors. : (Jointly Administered)  
: :  
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**ORDER PURSUANT TO 11 U.S.C. §§ 327(a), 328(a)  
AND FED. R. BANKR. P.2014 AUTHORIZING  
RETENTION AND EMPLOYMENT OF GREAT  
AMERICAN GROUP ADVISORY & VALUATION  
SERVICES, L.L.C. AS APPRAISER NUNC PRO TUNC TO FEBRUARY 22, 2010**

Upon the Application, dated February 25, 2010 (the “**Application**”),<sup>1</sup> of Motors Liquidation Company (f/k/a General Motors Corporation) (“**MLC**”), as debtor in possession, pursuant to sections 327(a) and 328(a) of title 11, United States Code (the “**Bankruptcy Code**”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York ( the “**Local Rules**”) for entry of an order authorizing the retention and employment of Great American Group Advisory & Valuation Services, L.L.C. (“**Great American**”) to perform certain appraisal and valuation services with respect to thirty-two (32) parcels of real estate owned by MLC (the “**Properties**”) pursuant to that certain Proposal Letter between Great American and MLC, dated February 22, 2010 (the “**Engagement Letter**”), *nunc pro tunc* to February 22, 2010 (collectively, the “**Appraisal Services**”), as more fully described in the Application; and due and

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<sup>1</sup> Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

proper notice of the Application having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Application is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Application is granted as provided herein; and it is further

ORDERED that, pursuant to sections 327(a) and 328(a) of the Bankruptcy Code, MLCis authorized to retain and employ Great American to perform the Appraisal Services with respect to the Properties, *nunc pro tunc* to February 22, 2010, on the terms and conditions set forth in the Engagement Letter; and it is further

ORDERED that Great American shall be compensated in accordance with the terms of the Engagement Letter and shall not be required to file interim fee applications; *provided, however,* that Great American shall file with the Court a final application for compensation of the Fees and reimbursement of the Expenses in accordance with the procedures set forth in section 330 of the Bankruptcy Code, the applicable Bankruptcy Rules, the Local Rules and Orders of the Court, the guidelines established by the U.S. Trustee, and such other procedures as may be fixed by order of this Court; and it is further

ORDERED that Great American shall not be required to maintain or submit to the Court as part of its final fee application, or otherwise, time records in connection with the Appraisal Services rendered under the Engagement Letter; and it is further

ORDERED that to the extent this Order is inconsistent with the Engagement Letter, this Order shall govern; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York

March 15, 2010

*s/ Robert E. Gerber*

United States Bankruptcy Judge